



All Registry communications to:
Automatic
Group GPO
Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: BGT

6 July 2026

Upcoming Extraordinary General Meeting of Shareholders

Dear Shareholder,

Bio-Gene Technology Limited ACN 071 735 950 (ASX: BGT or “the **Company**”), advises an Extraordinary General Meeting will be held virtually on Wednesday 5 August 2026 at 11:30 (AEST) (Melbourne time) (**Meeting**).

Notice of Meeting

Bio-Gene advises that no hard copy of the Notice of Meeting and Explanatory Notes (**Notice**) will be circulated, except to shareholders who have expressly requested one. The Notice is available on the Company’s website at <https://bio-gene.com.au/investors/asx-announcements/> and via the ASX Market Announcements Platform under the Company’s ASX Code (BGT).

If you have nominated an email address and elected to receive electronic communications from the Company, you will receive an email with a link to the electronic copy of the Notice.

Online Meeting Platform

Shareholders with an existing account with the Company’s Share Registry, Automatic Registry Services (**Automatic**) will be able to watch, listen, and vote online. Those without an account are strongly encouraged to register as soon as possible to avoid delays on the day of the Meeting. To register, visit <https://portal.automic.com.au/investor/home>, click “Register,” and follow the prompts. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account.

Shareholders may ask questions during the AGM in real time via text or audio. Alternatively, questions may be submitted at least 48 hours prior to the Meeting by email to bgt.shareholder@bio-gene.com.au. The Company reserves the right to decline responses to unreasonable or offensive questions.

Proxy Lodgement

Shareholders are strongly encouraged to lodge proxy forms early. Forms may be submitted online or by post, following the instructions on your personalised proxy form. Proxy forms must be received by Automatic no later than **11:30am (AEST) on Monday, 3 August 2026**. Forms received after this time will be invalid.

Shareholders who wish to vote virtually on the day of the Meeting can do so via the Automatic Investor Portal. For details on live voting, please refer to the Registration and Voting Guide at automicgroup.com.au/agm/virtual-agms.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact Automatic, at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Approved for release on ASX by Bio-Gene Board of Directors.

Drew Speedy
Company Secretary



Bio-Gene Technology Limited

ABN 32 071 735 950

Notice of Extraordinary General Meeting

To be held virtually on

Wednesday, 5 August 2026 at 11.30am (Melbourne, Victoria, Australia time)

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting (**Meeting** or **EGM**) of the shareholders of Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) will be held as a virtual meeting via a live webinar on Wednesday, 5 August 2026 at 11.30am (Melbourne, Victoria, Australia time) for the purpose of considering the business referred to in this Notice of Meeting.

The Explanatory Notes which accompany this Notice of Meeting are incorporated in, and form part of, this Notice of Meeting.

Resolution 1 – Approval of prior issue of shares

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the holders of ordinary shares in the Company approve the Company’s prior issue of 76,240,000 fully paid ordinary shares to the Tranche One Placement Investors (as defined in the Explanatory Notes) on 2 June 2026.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of the Tranche One Placement Investors or an Associate of the Tranche One Placement Investors.

However, the Company need not disregard a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Approval to issue ordinary shares under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 33,960,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share to the Tranche Two Placement Investors (as defined in the Explanatory Notes).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way; or

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- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
 - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Approval to issue options to certain participants in the Placement under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 55,100,000 of the Placement Options (as defined in the Explanatory Notes) for nil consideration to the Tranche One Placement Investors and the Tranche Two Placement Investors.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- the Tranche One Placement Investors and the Tranche Two Placement Investors and any other person who will obtain a material benefit as a result of the issue of the options (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval to issue options to participants in the SPP under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 2,390,000 of the SPP Options (as defined in the Explanatory Notes) for nil consideration to the SPP Participants (as defined in the Explanatory Notes).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- the SPP Participants and any other person who will obtain a material benefit as a result of the issue of the options (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval to issue shares and options to SPP Underwriter under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 15,220,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share and the issue of 7,610,000 of the SPP Options (as defined in the Explanatory Notes) for nil cash consideration, to Bactence Pty Ltd (ACN 002 440 922) as trustee for Pynfite Bactene Super Fund (**SPP Underwriter**).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- the SPP Underwriter and any other person who will obtain a material benefit as a result of the issue of the shares and options (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and

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- the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval to issue options to the Lead Manager of the Placement under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 3,721,150 of the Lead Manager Options (as defined in the Explanatory Notes) to Stralis Capital Partners Pty Ltd (ABN 42 681 589 515) or its nominee(s)."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Stralis Capital Partners Pty Ltd (ABN 42 681 589 515) and any other person who will obtain a material benefit as a result of the issue of the options (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval to issue shares to Advisor under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the holders of ordinary shares in the Company approve and authorise the Company to issue 2,000,000 fully paid ordinary shares in the Company to Spark Plus Pte Ltd or its nominee(s)."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- Spark Plus Pte Ltd and any other person who will obtain a material benefit as a result of the issue of the options (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or

- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval to issue shares and options to Mr. Christopher Ramsey (or his nominated Associate)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and the issue of 100,000 of the Placement Options for nil cash consideration, to Mr Christopher Ramsey (or his nominated Associate).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- Mr Christopher Ramsey (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 8; and
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval to issue shares and options to Mr. Peter May (or his nominated Associate)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and the issue of 100,000 of the Placement Options for nil cash consideration, to Mr Peter May (or his nominated Associate).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- Mr Peter May (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 9; and
 - the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10 – Approval to issue shares and options to Mr. Andrew Guthrie (or his nominated Associate)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and the issue of 100,000 of the Placement Options for nil cash consideration, to Mr Andrew Guthrie (or his nominated Associate).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- Mr Andrew Guthrie (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 10 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with the directions given to the proxy or attorney to vote on Resolution 10 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair to vote on Resolution 10 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 10; and

- the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11 – Approval to issue shares and options to Mr. Tim Grogan (or his nominated Associate)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the *Corporations Act 2001* and for all other purposes, that approval be given for the issue of 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and the issue of 100,000 of the Placement Options for nil cash consideration, to Mr Tim Grogan (or his nominated Associate).”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- Mr Tim Grogan (or his nominated Associate) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- an Associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of Resolution 11 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with the directions given to the proxy or attorney to vote on Resolution 11 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with a direction given to the Chair to vote on Resolution 11 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 11; and
 - the holder votes on Resolution 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

Approved for release by the Board.

Drew Speedy
Company Secretary

6 July 2026

Proxy and Voting Instructions

PROXY INSTRUCTIONS

Shareholders are encouraged to complete and return the proxy form that has been provided to them.

Shareholders are advised that:

- each shareholder who is entitled to attend and cast a vote at a meeting of the Company's members has the right to appoint a proxy;
- the proxy need not be a shareholder of the Company; and
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy is appointed to exercise, each proxy may exercise half of that shareholder's votes (noting that any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority under which the proxy form is signed) must be lodged not less than 48 hours before the time for holding the Meeting, or adjourned meeting (as the case may be).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you wish to indicate how your proxy should vote (or that they should abstain from voting), please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If you sign the proxy form and do not appoint a proxy, you will have appointed

the Chair of the meeting as your proxy.

VOTING VIRTUALLY AT THE MEETING

Shareholders who wish to vote virtually on the day of the EGM will need to login to the Automic website

<https://portal.automic.com.au/investor/home> with their username and password.

Shareholders who do not have an account with Automic are encouraged to register for an account **as soon as possible** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website <https://portal.automic.com.au/investor/home>, click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

To access the virtual meeting on the day

Shareholders who have an account with Automic should take the following steps to attend and vote virtually on the day of the EGM:

- Login to the Automic website <https://portal.automic.com.au/investor/home> using your username and password.
- After logging in a banner will display at the bottom of your screen to indicate that the EGM is open for registration. Click on "**Register**" or alternatively click on "**Meetings**" on the left-hand menu bar to access registration.
- If registration for the virtual meeting is open, click on "**Register**" and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Voting virtually at the EGM

Shareholders who wish to vote on the day of the EGM can do so through the Automic Investor Portal. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” within the platform to be taken to the voting screen. Select your voting directions and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted. If you have been nominated as a third party proxy please contact Automic on 1300 288 664 (within Australia) or +612 9698 5414 (overseas) for information on how you may participate in the EGM.

CORPORATE REPRESENTATIVES

Any corporation that is a shareholder of the Company and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a shareholder entitled to attend and vote at the Meeting, may appoint a natural person to act as its representative at the Meeting. If the corporation is a company that has been incorporated under the laws of Australia, the appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. If the corporation is a company that has been incorporated under the laws of another country, the appointment must comply with the requirements of the laws of that company’s place of incorporation.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

**HOW THE CHAIR WILL VOTE
UNDIRECTED PROXIES**

Subject to the restrictions set out in the relevant “voting exclusion statement”, the Chair of the meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that, persons who are registered holders of shares in the Company as at 7.00 pm (Melbourne time) on Monday 3 August 2026 are entitled to attend and vote at the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

VOTING BY POLL

Voting on each resolution will be conducted by poll, rather than on a show of hands.

ORDINARY RESOLUTIONS

For an ordinary resolution to be passed, more than 50% of the votes validly cast on the resolution by shareholders must be in favour of the resolution. All of the resolutions to be considered at this EGM are ordinary resolutions.

Explanatory Notes

These Explanatory Notes have been prepared to provide shareholders with information about the business of the Meeting and each resolution.

Background to Resolutions 1 to 7 – equity securities issued or to be issued as part of the Placement and SPP

On 26 May 2026 and subsequently updated on 2 June 2026, the Company announced that it had received commitments to raise gross proceeds of approximately \$2.77 million (before fees) by way of a placement of its ordinary shares (the **Placement**) and that the shares that were to be issued under the Placement would take place in two tranches on the basis that the issue of shares under tranche one would utilise the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

Therefore, on 2 June 2026 the Company issued 76,240,000 fully paid ordinary shares as part of tranche one of the Placement (the **Tranche One Placement Shares**) to existing shareholders in the Company and other sophisticated and professional investors identified by the Company (the **Tranche One Placement Investors**) at an issue price of \$0.025 per share to raise a total of \$1,906,000 (before costs). As part of tranche two of the Placement, 33,960,000 fully paid ordinary shares (**Tranche Two Placement Shares**) are proposed to be issued to non-related parties of the Company who are existing shareholders in the Company and other sophisticated and professional investors identified by the Company (the **Tranche Two Placement Investors**) at an issue price of \$0.025 per share to raise a further \$849,000 (before costs).

As part of the Company's announcements regarding the proposed issue of ordinary shares under the Placement, the Company also announced that for every two shares that are issued under the Placement, the Placement participant would be issued with one Placement Option (as defined in the Explanatory Notes) for no further cash consideration.

Furthermore, the Company also announced that it would offer its eligible shareholders the opportunity to acquire up to \$15,000 in fully paid ordinary shares in the Company (and free-attaching options) on the same terms as the Placement under a Share Purchase Plan (**SPP**). Following the close of the SPP, the Company announced that it had accepted applications for 4,780,000 fully paid ordinary shares at the issue price of 2.5 cents per share under the SPP. Therefore, eligible shareholders who successfully applied for shares under the SPP (the **SPP Participants**) are expected to be granted 2,390,000 of the SPP Options (as defined in the Explanatory Notes). As announced on 26 May 2026 the Company entered into an underwriting agreement for a minimum of \$500,000 to be raised under the SPP. Following the close of the SPP, the amount to be placed under the underwriting agreement is 15,220,000 fully paid ordinary shares at the issue price of 2.5 cents per share and 7,610,000 of the SPP Options (as defined in the Explanatory Notes).

The Lead Manager for the Placement was Stralis Capital Partners Pty Ltd (ABN 42 681 589 515) (**Stralis Capital**). As part consideration for their services, Stralis Capital or its nominee(s) are to be issued with 3,721,150 of Lead Manager Options. In addition, Spark Plus Pte Ltd (**Spark Plus**) provided investor relation services during the capital raising program at an agreed value of \$50,000 which is to be settled by the proposed issue of 2,000,000 fully paid ordinary shares at an issue price of 2.5 cents per share, consistent with the Placement and SPP pricing.

Resolution 1 – Approval of prior issue of shares

This resolution seeks approval from the holders of ordinary shares in the Company for the prior issue of the Tranche One Placement Shares on 2 June 2026 to the Tranche One Placement Investors.

Under ASX Listing Rule 7.1, the Company may in any 12-month rolling period issue up to 15% of its equity securities without prior shareholder approval (the **15% Placement Capacity**). In addition to its 15% Placement Capacity, the Company has obtained approval from the holders of its ordinary shares pursuant to ASX Listing Rule 7.1A at its 2025 Annual General Meeting to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2025 Annual General Meeting, without needing prior shareholder approval (**10% Placement Capacity**). The Company issued the Tranche One Placement Shares pursuant to its (unused) entitlement under ASX Listing Rules 7.1 and 7.1A without prior shareholder approval.

ASX Listing Rule 7.4 permits a company to obtain approval and ratification from its holders of ordinary shares in relation to a share issue that has been made without prior shareholder approval. Resolution 1 seeks approval and ratification of the issue of Tranche One Placement Shares from its holders of ordinary shares. The Company wishes to retain as much flexibility as possible to issue additional equity

Explanatory Notes

securities in the future under ASX Listing Rule 7.1 without having to obtain shareholder approval. To this end, if the issue of the Tranche One Placement Shares is approved and ratified, the Tranche One Placement Shares will be treated as having been issued with shareholder approval under ASX Listing Rule 7.1 and the Company will have the capacity to issue its full 15% entitlement to issue shares without shareholder approval.

If Resolution 1 is not passed, the Tranche One Placement Shares will be included in calculating the Company's placement capacity limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

Information required under ASX Listing Rule 7.5

If shareholder approval is being sought under ASX Listing Rule 7.4, ASX Listing Rule 7.5 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company issued the securities or the basis on which those persons were identified or selected:
The persons who were issued shares were existing shareholders in the Company and other sophisticated and professional investors identified by the Company.
- The number and class of securities which the Company issued:
76,240,000 fully paid ordinary shares.
- The terms of the securities:
The shares which were issued were fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares then on issue in the Company.
- The date on which the securities were issued:
76,240,000 shares were issued on 2 June 2026.
- The price or other consideration which the Company has received or will receive for the issue:
The shares were issued for \$0.025 per share, resulting in a total consideration received of \$1,906,000.
- The purpose of the issue, including the use or intended use of the funds raised by the issue:
The funds raised from the issue of the Tranche One Placement Shares are to be used to fund Flavocide regulatory enabling studies, increasing production of Qcide, product development activities supporting the Company's commercial partnering arrangements, strategic projects, general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Approval to issue ordinary shares under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 33,960,000 fully paid ordinary shares to the Tranche Two Placement Investors.

If Resolution 2 is passed, the Company will be permitted to issue 33,960,000 ordinary shares in the Company to the Tranche Two Placements Investors.

If Resolution 2 is not passed, the proposed issue of 33,960,000 ordinary shares in the Company to the Tranche Two Placements Investors will not proceed and the Company may have to scale back some of its planned activities.

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

Explanatory Notes

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
The persons who are to be issued shares are existing shareholders in the Company and other sophisticated and professional investors identified by the Company.
- The number and class of securities which the Company will issue:
33,960,000 fully paid ordinary shares.
- The terms of the securities:
The shares which are to be issued will be fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares which are on issue in the Company.
- The date on or by which the Company will issue the securities:
33,960,000 shares will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:
The shares will be issued for \$0.025 per share, resulting in a total consideration received of \$849,000.
- The purpose of the issue, including the intended use of the funds raised by the issue:
The funds raised from the issue of the Tranche Two Placement Shares are to be used to fund Flavocide regulatory enabling studies, increasing production of Qcide, product development activities supporting the Company's commercial partnering arrangements, strategic projects, general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Approval to issue options to certain participants in the Placement under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 55,100,000 **Placement Options** (exercise price of 3.5 cents per option, expiry date of 15 October 2027) to the Tranche One Placement Investors and the Tranche Two Placement Investors.

If Resolution 3 is passed, the Company will be permitted to issue 55,100,000 Placement Options to the Tranche One Placement Investors and Tranche Two Placement Investors.

If Resolution 3 is not passed, no Placement Options will be issued to the Tranche One Placement Investors and Tranche Two Placement Investors.

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
The persons who are to be issued options are the Tranche One Placement Investors and the Tranche Two Placement Investors.
- The number and class of securities which the Company will issue:
55,100,000 Placement Options.
- The terms of the securities:

Explanatory Notes

*The **Placement Options** have an exercise price of 3.5 cents per option and an expiry date of 15 October 2027. The other material terms of the Placement Options are set out in Annexure A to the Notice of Meeting.*

- The date on or by which the Company will issue the securities:
55,100,000 of the Placement Options will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:
The Placement Options will be issued for no cash consideration.
- The purpose of the issue, including the intended use of the funds raised by the issue:
No funds will be raised from the issue of the Placement Options. If any of the options to be issued are exercised, the Company will use funds raised from that exercise of options to progress development of commercialisation of Flavocide and Qcide and general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Approval to issue options to participants in the SPP under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 2,390,000 of the **SPP Options** (exercise price of 3.5 cents per option, expiry date of 15 October 2027) to the SPP Participants.

If Resolution 4 is passed, the Company will be permitted to issue 2,390,000 SPP Options to the SPP Participants.

If Resolution 4 is not passed, no SPP Options will be issued to the SPP Participants.

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
The persons who are to be issued options are the SPP Participants.
- The number and class of securities which the Company will issue:
2,390,000 of the SPP Options.
- The terms of the securities:
*The **SPP Options** have an exercise price of 3.5 cents per option and an expiry date of 15 October 2027. The other material terms of the SPP Options are set out in Annexure A to the Notice of Meeting.*
- The date on or by which the Company will issue the securities:
2,390,000 of the SPP Options will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:
The SPP Options will be issued for no cash consideration.
- The purpose of the issue, including the intended use of the funds raised by the issue:

Explanatory Notes

No funds will be raised from the issue of the SPP Options. If any of the options to be issued are exercised, the Company will use funds raised from that exercise of options to progress development of commercialisation of Flavocide and Qcide and general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval to issue shares and options to SPP Underwriter under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 15,220,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share and the issue of 7,610,000 of the SPP Options (exercise price of 3.5 cents per option, expiry date of 15 October 2027) for nil cash consideration, to Bactence Pty Ltd (ACN 002 440 922) as trustee for Pynfite Bactene Super Fund (**SPP Underwriter**).

If Resolution 5 is passed, the Company will be permitted to issue 15,220,000 ordinary shares in the Company and 7,610,000 SPP Options to the SPP Underwriter.

If Resolution 5 is not passed, the proposed issue of 15,220,000 ordinary shares in the Company and 7,610,000 SPP Options to the SPP Underwriter will not proceed and the Company may have to scale back some of its planned activities.

The issue of fully paid ordinary shares and free attaching SPP Options are on the same terms as those offered under the SPP.

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
The SPP Underwriter being Bactence Pty Ltd (ACN 002 440 922) as trustee for Pynfite Bactene Super Fund.
- The number and class of securities which the Company will issue:
15,220,000 fully paid ordinary shares and 7,610,000 of the SPP Options.
- The terms of the securities:
Ordinary Shares:
The shares which are to be issued will be fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares which are on issue in the Company.

SPP Options:
*The **SPP Options** have an exercise price of 3.5 cents per option and an expiry date of 15 October 2027. The other material terms of the SPP Options are set out in Annexure A to the Notice of Meeting.*
- The date on or by which the Company will issue the securities:
The 15,220,000 fully paid ordinary shares and 7,610,000 of the SPP Options will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:
Ordinary Shares:
The shares will be issued for \$0.025 per share, resulting in a total consideration received of \$380,500.
SPP Options:
The SPP Options will be issued for no cash consideration.

Explanatory Notes

- The purpose of the issue, including the intended use of the funds raised by the issue:
- Ordinary Shares:*
The funds raised from the issue of the Shares are to be used to fund Flavocide regulatory enabling studies, increasing production of Qcide, product development activities supporting the Company's commercial partnering arrangements, strategic projects, general working capital.
- SPP Options:*
No funds will be raised from the issue of the SPP Options. If any of the options to be issued are exercised, the Company will use funds raised from that exercise of options to progress development of commercialisation of Flavocide and Qcide and general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 5.

Resolution 6 – Approval to Issue options to the Lead Manager of the Placement under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 3,721,150 of the Lead Manager Options to Stralis Capital or its nominee(s).

If Resolution 6 is passed, the Company will be permitted to issue 3,721,150 Lead Manager Options to Stralis Capital or its nominee(s).

If Resolution 6 is not passed, no Lead Manager Options will be issued to Stralis Capital or its nominee(s).

Stralis Capital Partners Pty Ltd (ABN 42 681 589 515), acted as sole lead manager and bookrunner in respect of the Placement.

In consideration for services provided, the Company agreed to:

- i) pay a management fee of 2%, selling fee of 4% (excluding investors included on the chairman's list) and a performance fee of 1% for new investors to the Company; and
- ii) issue a total of 3,721,150 options to Stralis Capital (being the options for which approval is sought pursuant to resolution 6).

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
The Lead Manager of the Placement, Stralis Capital, will be issued options.
- The number and class of securities which the Company will issue:
3,721,150 of the Lead Manager Options.
- The terms of the securities:
*The **Lead Manager Options** have an exercise price of 3.5 cents per option and an expiry date of 15 October 2027. The other material terms of the Lead Manager Options are set out in Annexure A to the Notice of Meeting.*
- The date on or by which the Company will issue the securities:
3,721,150 of the Lead Manager Options will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:

Explanatory Notes

All of the Lead Manger Options will be issued to the Lead Manager for no cash consideration, with consideration provided by the Lead Manager being Placement services.

- The purpose of the issue, including the intended use of the funds raised by the issue:
No funds will be raised from the issue of the Lead Manager Options. If any of the options to be issued are exercised, the Company will use funds raised from that exercise of options to progress development of commercialisation of Flavocide and Qcide and general working capital.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Approval to issue shares to Advisor under ASX Listing Rule 7.1

This resolution seeks approval from the holders of ordinary shares in the Company for the issue of 2,000,000 fully paid ordinary shares in the Company for nil cash consideration, to Spark Plus Pte Ltd or its nominee(s).

The issue of shares is in consideration for services provided by Spark Plus Pte Ltd, the Company agreed to pay \$50,000 worth of shares at a price of 2.5 cents per share, consistent with the Placement and SPP pricing.

If Resolution 7 is passed, the Company will be permitted to issue 2,000,000 shares to Spark Plus Pte Ltd or its nominee(s).

If Resolution 7 is not passed, no shares will be issued to Spark Plus Pte Ltd or its nominee(s) in relation to the investor relation services.

Information required under ASX Listing Rule 7.3

If shareholder approval is being sought under ASX Listing Rule 7.1, ASX Listing Rule 7.3 requires the following information to be provided to shareholders.

- The names of the persons to whom the Company will issue the securities or the basis on which those persons were or will be identified or selected:
Spark Plus Pte Ltd will be issued shares.
- The number and class of securities which the Company will issue:
2,000,000 fully paid ordinary shares.
- The terms of the securities:
The shares which are to be issued will be fully paid ordinary shares ranking equally in all respects with all other fully paid ordinary shares which are on issue in the Company.
- The date on or by which the Company will issue the securities:
The 2,000,000 fully paid ordinary shares will be issued on a date which will be no later than 5 days after the date of this Meeting.
- The price or other consideration which the Company will receive for the securities:
The shares will be issued for no cash consideration. With consideration provided by the Advisor being Investor Relations services.
- The purpose of the issue, including the intended use of the funds raised by the issue:
*Ordinary Shares:
No funds will be raised from the issue of the shares to the Advisor. The issue of shares is in consideration for Investor Relation services in conjunction with the capital raise.*

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 7.

Explanatory Notes

Resolutions 8 to 11: Approval to issue shares and options to Director related parties

On 26 May 2026 and subsequently updated on 2 June 2026, the Company announced that it had received commitments to raise gross proceeds of approximately \$2.77 million by way of a placement of its ordinary shares (the **Placement**) and that the shares that were to be issued under the Placement would take place in two tranches. As part of tranche two of the Placement, shares are to be issued to Directors and their Associates, which necessitates approval by the Company's shareholders at the EGM. Furthermore, as participants in the Placement are to be issued with one Placement Option and for every two shares that are issued to them under the Placement, the issue of options to Directors and their Associates also requires approval by the Company's shareholders at the EGM.

Accordingly, Resolutions 8 to 11 seek approval from the Company's ordinary shareholders for the issue of a total of 800,000 fully paid ordinary shares and 400,000 of the Placement Options (together referred to as the **Director Equity Securities**) to the Director related party entities named below (the **Participating Director Related Entities**) as part of the information provided to shareholders for the purposes of ASX Listing Rule 10.13.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party (ASX Listing Rule 10.11.1).
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by the Company's security holders (ASX Listing Rule 10.11.5),

unless approval of the Company's ordinary shareholders is first obtained.

The proposed issue of the Director Equity Securities to each of the Participating Director Related Entities pursuant to the Placement falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval from the holders of ordinary shares in the Company under ASX Listing Rule 10.11.

Accordingly, under Resolutions 8 to 11, the Company is seeking approval from the holders of ordinary shares in the Company, for the purposes of ASX Listing Rule 10.11 and for all other purposes, to allow the Participating Director Related Entities to be issued with a total of 800,000 fully paid ordinary shares and 400,000 of the Placement Options as part of the Placement. The participation of the Participating Director Related Entities under the Placement will be on exactly the same terms as the Placement made to the unrelated parties.

If Resolutions 8 to 11 are passed, the Company will be able to proceed with the issue of the Director Equity Securities to the Participating Director Related Entities.

If Resolutions 8 to 11 are not approved, the Company will not be able to proceed with the issue of the Director Equity Securities to the Participating Director Related Entities.

Information required under ASX Listing Rule 10.13

The following further information is provided to shareholders for the purposes of ASX Listing Rule 10.13:

Explanatory Notes

- the name of the persons to whom the Director Equity Securities will be issued, the ASX Listing Rule category in which the person falls, and the number and class of securities to be issued to the persons, are as follows:
 - if Resolution 8 is passed, Mr Christopher Ramsey (or his nominated Associate), category being ASX Listing Rule 10.11.1, will be issued with 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and issued with 100,000 of the Placement Options for nil cash consideration;
 - if Resolution 9 is passed, the Mr Peter May (or his nominated Associate), category being ASX Listing Rule 10.11.1, will be issued with 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and issued with 100,000 of the Placement Options for nil cash consideration;
 - if Resolution 10 is passed, Mr Andrew Guthrie (or his nominated Associate), category being ASX Listing Rule 10.11.1, will be issued with 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and issued with 100,000 of the Placement Options for nil cash consideration; and
 - if Resolution 11 is passed, Mr Tim Grogan (or his nominated Associate), category being ASX Listing Rule 10.11.1, will be issued with 200,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share, and issued with 100,000 of the Placement Options for nil cash consideration.
- the Director Equity Securities will be issued on a date which will be no later than 5 days after the date of this Meeting;
- a total of \$20,000 will be raised by the issue of the Director Equity Securities; and
- the funds raised by the issue of the Director Equity Securities will be used to fund fund Flavocide regulatory enabling studies, increasing production of Qcide, product development activities supporting the Company's commercial partnering arrangements, strategic projects, general working capital.

If approval is given for the issue of the Director Equity Securities under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Section 195(4) of the *Corporations Act 2001*

Section 195(1) of the *Corporations Act 2001* (Cth) (the **Corporations Act**) prohibits a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the *Corporations Act*, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors do not have a material personal interest in the issue of Director Equity Securities to the Participating Director Related Entities other than themselves. However, given that it is proposed that four of the five current Directors are issued ordinary shares and options pursuant to Resolutions 8 to 11, they may be considered to have a material personal interest in the outcome of those resolutions, in which case, the Directors would be unable to form a quorum.

Accordingly, the Board considers it prudent to exercise their right under section 195(4) of the *Corporations Act* and to put the matters the subject of Resolutions 8 to 11 to holders of ordinary shares in the Company to resolve.

Related Party Transactions Generally

Chapter 2E of the *Corporations Act* prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) approval of the company's members is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval; or
- (b) the giving of the financial benefits falls within one of the exceptions set out in sections 210 to 216 of the *Corporations Act*.

For the purposes of Chapter 2E of the *Corporations Act*, the Participating Director Related Entities are all related parties of the Company. Each of Resolution 8 to Resolution 11 relate to the proposed issue of Director Equity Securities to a Participating Director Related Entity which constitutes financial

Explanatory Notes

benefits that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require approval of the Company's members for the purposes of section 208 of the Corporations Act.

The Board considers that approval from the Company's members pursuant to Chapter 2E of the Corporations Act is not required in respect of each of the Participating Director Related Entities' participation in the Placement because the ordinary shares and options will be issued to the Participating Director Related Entities on the same terms as ordinary shares which have been issued to the other investors unrelated to the Company under the Placement and as such the giving of the financial benefit is on arm's length terms.

Board recommendation

Given the fact that four of the five current Directors have a material personal interest in the proposed issue of ordinary shares under Resolutions 8 to 11 (as the case may be), the Directors do not consider it appropriate to make a recommendation in relation to any of Resolutions 8 to 11.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Annexure A – Material Terms of the Placement Options, SPP Options and Lead Manager Options (together the Options)

The **Options** have an exercise price of 3.5 cents per option (**Exercise Price**) and an expiry date of 7.00pm (Melbourne, Australia time) on 15 October 2027. The other material terms of the Options are as follows:

(a) Entitlement

Subject to and conditional upon any adjustment in accordance with the option terms, each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the option.

(b) Exercise Period

The Options are exercisable at any time and from time to time on or prior to their relevant expiry date.

(c) No Quotation of the Options

The Company will not apply for quotation on the financial market operated by ASX Limited (ACN 008 624 691) of the Options.

(d) Transferability of the Options

Each Option which has not been exercised is only transferable up until it expires and lapses.

(e) Notice of Exercise

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer subject to the following:

- the holder of Options must either exercise all of the Options held by that holder (if the holder holds less than 200,000 of the Options) or exercise at least 200,000 of the Options.

(f) Participation in New Issues

The Options do not confer any right on the holder of option to participate in a new issue of securities without exercising the option.

(g) Adjustment for pro rata issue

In the event of a pro rata issue of Shares by the Company (except a bonus issue), the exercise price for the Options will not be adjusted in accordance with ASX Listing Rule 6.22.2 and will remain 3.5 cents per option.

(h) Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares, the number of Shares which must be issued on the exercise of each Option will be increased by the number of Shares which the holder of the option would have received if that holder of options had exercised the Option before the record date for the bonus issue.

(i) Adjustments for Reorganisation

If the Company reorganises its capital, the rights of the holders of options (and the exercise price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital.

Your proxy voting instruction must be received by **11:30am (AEST) on Monday, 03 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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